

RECORDATION NO. 27994-A FILED

JUL 02 '09 -11 30 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

July 2, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: RBSAF No. 98-068

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF No. 98-068), dated as of June 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (RBSAF No. 98-068) being filed with the Board under Recordation Number 27994.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Assignee: People's Capital and Leasing Corp.
255 Bank Street
Waterbury, CT 06702

Anne K. Quinlan, Esquire
July 2, 2009
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A description of the railroad equipment covered by the enclosed document is:

5 pieces of maintenance of way equipment as follows: 2 Caterpillar 312DL Magnet Cranes S/Ns JBC00763 and JBC00774; 2 Jackson 3300-S Switch Tampers S/Ns 153617 and 153618; and Jackson 6700-SJ Production Tamper 153616.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF No. 98-068).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

JUL 02 '09 -11 30 AM

MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of June 30, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and People's Capital and Leasing Corp., a ~~Connecticut~~ corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 068 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Keri Alberts

Name Keri Alberts
Title Assistant Vice President

**PEOPLE'S CAPITAL AND LEASING CORP.,
Assignee**

By Melissa A. Curtis OK a.j.k.

Name Melissa A. Curtis
Title Vice President

State of IL)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 29 day of June, 2009.



Sarah Sanchez
Notary Public 8

State of Connecticut)
) ss: WATERBURY
County of WATERBURY)

BEFORE ME, a Notary Public in and for said County and State, personally appeared People's Capital and Leasing Corp., a Connecticut corporation (the "Corporation"), by Melissa Curtis, its Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at WATERBURY, CT, this 30th day of June, 2009.

Sho Walsh Sanders
Notary Public # 94116
my comm. expires 6/30/10

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. Equipment Schedule: Equipment Schedule No. 068.
2. Initial Term: The Initial Term of Equipment Schedule No. 068 is 60 months commencing as of July 1, 2009.
3. Equipment: The Equipment covered by Equipment Schedule No. 068 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
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Equipment Location: 433 Spring Street, Tupelo, MS 38804 (Lee County)

1	Caterpillar	966-H	Front End Loader	A6D01048	X2400567
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Equipment Location: 106 North First Street, Belen, NM 87002 (Valencia County)

1	Caterpillar	312DL	Magnet Crane	JBC00763	X6000315
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Equipment Location: 120 East Kansas Street, Alliance, NE 69301 (Box Butte County)

1	Caterpillar	966-H	Front End Loader	A6D00956	X2400565
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Equipment Location: 623 East Wall Street, Fort Scott, KS 66701 (Bourbon County)

1	Caterpillar	312DL	Magnet Crane	JBC00774	X6000316
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Equipment Location: 3601 South Linwood Road, Galesburg, IL 61401 (Knox County)

1	HTT/Jackson	3300-S	Switch Tamper	153617	X5600261
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Equipment Location: 360 North Wolcott, Casper, WY 82601 (Natrona County)

1	HTT/Jackson	3300-S	Switch Tamper	153618	X5600262
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Equipment Location: 1001 East A Street, Pasco, WA 99301 (Franklin County)

1	HTT/Jackson	6700-SJ	Production Tamper	153616	X5400475
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/2/09



Robert W. Alvord